

**The Ohio Historical Society
Board of Trustees
Friday, November 14, 2008 – 10:30 a.m.
Ohio Historical Center – Classrooms 1 & 2**

Trustees Present: Richard T. Prasse (President), Jon Elsasser (Vice President), David Baker (Vice President), Glenda Greenwood (Treasurer), Rich Simpson (Secretary), Tom Adkins, Randy Buchman, Jan Devereaux, Grant Douglass, Bob Goldberg, George Jones, Joe Leonard, Linda Litter, Priscilla Mead, Neil Mortine, Dick Ruppert, and Lucy Porter (Emerita)

Via Teleconference: Joe Nava

Regrets: Cynthia Chester, Tom Johnson & Rod Willcox

Ex Officio's

Present: Amir Eylon (representing Ohio Department of Development), John Douglass (representing Ohio Academy of History), Bob Lucas (Chair, Development Board), Betsy MacLean (Ohio Academy of History), Vanessa McMahon (representing Senate President Bill Harris' office), William Muthig (representing Ohio Department of Education), Greg Myers (representing OAHSM) and Karyn Ragin (representing Senator Ray Miller, Senate Minority Leader)

Via Teleconference: Jeff Ruppert (representing Governor's Office)

Staff Present: Bill Laidlaw, Rachel Tooker, Jackie Barton, Connie Bodner, Louise Hajduk, George Kane, Todd Kleismit, Melanie Nye, Kim Schuette, Jim Strider, Susan Tsen, Janet Hawxhurst and Fritz Milligan (Legal Counsel)

Others Present: Mindy Kemplin (representing Representative Allan Sayre, Tuscarawas County), David Hopcraft (concerned citizen) and Anne Courtney (Capital Law Student)

I. CALL TO ORDER:

President's Report — President Prasse called the meeting to order at 10:40 a.m. Mr. Prasse welcomed trustees and first time attendee Karyn Ragin, and guests Mindy Kemplin and Anne Courtney.

Prasse addressed the board reporting on the results of Executive Committee's October 8th meeting concerning seeking partnerships for OHS sites. He said the committee approved accelerating the search for partners but they must be the "right partners with the right qualifications." He apologized for not reporting to the full board in a timely manner. He assured board members that the Ohio Historical Society's sites are not being transferred but that the staff is seeking partnerships that will strengthen the site system and that no site will be entered into a partnership agreement without the consent of the full Board.

Prasse noted that items reported in the Consent Agenda should be read by trustees prior to the meeting. He stated that if there are any questions, trustees may ask that an agenda item be pulled from the consent agenda for further discussion. Otherwise, the President reported his intent is to seek action on the entire consent package.

Executive Director's Report – Executive Director Bill Laidlaw reported attendance this year has increased largely due to the *Capture the Moment* Exhibit (19%), Country Living Fair (10,000 in attendance) in Ohio Village in September (49% increase over last September) and *Rockwell's America* Exhibit which resulted in 1900+ people in attendance in six days.

Dr. Laidlaw noted there were several issues that needed to be addressed and guidance given by the board:

- Do we seek balance or make trade-offs?
- How do we gain control of our own financial destiny (public vs. private support)?
- Do we perform all functions mandated or do we do less and do it well?
- How do we address visitation today (real vs. virtual)?
- How do we develop revenue streams through virtual contacts?

Laidlaw said no major decisions needed to be made at this meeting but that staff is seeking guidance for moving forward with a new operating model.

Laidlaw apologized for not sending the board the press release regarding decisions made at the Executive Committee before the press received the release. He addressed the Board's concerns about seeking partnerships for sites and reiterated President Prasse's assurance that the Society staff is interested only in building a strong site system through viable partnerships. All sites will still remain in the Ohio Historical Society network and owned by the Society regardless of a management agreement.

Laidlaw invited trustees to attend the Rosa Parks Day on December 1st and Legislative Receptions at OHS on December 3 and 9.

II. CONSENT AGENDA:

President Prasse declared approval of the consent agenda by acclamation. Consent Agenda Items Approved in One Motion:

Approval of August 20, 2008 Minutes

Motion approved to approve minutes of the August 20, 2008 Board meeting as distributed in Board packet.

Committee Appointment

Motion approved appointing Rod Willcox to serve as a member of the Investment Committee.

Dick Ruppert reported the City of Perrysburg is purchasing the land adjacent to Fort Meigs.

III. FINANCE

Glenda Greenwood announced that Susan Tsen (Accounting Manager) has been appointed Interim CFO during the search for a new CFO and noted that she and her staff have performed well and have proven a great asset during the budget rescission process.

September Actuals & YTD 2009 Operating Results – Susan Tsen, Interim CFO, reported the Society ended September 2008 with a change in net assets of (-\$433K). Operating Income (\$450K) is \$245K more than operating income for the same period in prior year. Net Realized and Unrealized Gains and Losses (-\$830K) for September and (-\$883K) for the year) accounted for the operating loss. Contributions are up \$28% more than budgeted due to Rockwell's America Exhibit. Shortfalls are offset by favorable variances in Salary & Wages (9%), Professional Services (21%) and Materials and Supplies (39%). Visitation is running approximately 6.5% below prior year levels.

Glenda Greenwood reported some of the deficit issues in private revenue funds (581) relate to some reporting errors that have been masked and that the Society is still looking at a \$275-300K deficit for FY09.

Future Financial Status – Dr. Laidlaw reviewed the Executive Summary outlined in the Board Tab III. B and gave staff's philosophical direction of the Ohio Historical Society based on the Executive Summary. Laidlaw outlined the recommended the desired outcomes for FY-09-11 which include some of the following:

- Take history to the people
- Continue rejuvenating Archives with focus on local government records
- Strengthen financially and increase access to site system
- Shift from admission-based to service-based and virtual business model
- Focus on core programs
- Continue to seek more public support (state & local)
- Improve messaging by relating all changes to core mission and strengthening mission, being timely and transparent, emphasizing statewide services

The Board expressed their concerns regarding press coverage received about OHS, communications to the Board from staff and the approval by the Executive Committee for the acceleration of identifying potential partners for OHS sites. After considerable discussion it was concluded the Board would like a one line statement or paragraph that could be communicated regarding desired outcomes, strategies for the sites and the future of the organization.

Grant Douglass moved to defer to the Education & Outreach Committee the task of devising standards that would be acceptable for forming site partnerships, looking at real economical dollars/timeline and tasks needed to be approved before submitting to Board for approval. It was further recommended that the Education & Outreach Committee have a strong liaison with the Physical Structures & Locations Committee during this process. Dick Ruppert seconded and the motion carried. David Baker suggested the standards be put in the form of a policy statement by the E&O committee.

Randy Buchman recommended starting at the local levels in engaging support that in turn sends ripple affects throughout the state. Greg Myers (Ohio Association of Historical Societies and Museums) and Betsy MacLean (Ohio Academy of History) offered to assist in further engaging local historical societies and museums to make OHS more relevant in Ohio.

President Prasse noted final future recommendations need to be submitted at the February 11 Executive Committee meeting, presented to the Board at its March 27th meeting and acted upon at the June 26th Board meeting.

IV. Collections

Jim Strider noted the Collections Committee reviewed and revised the current Collections Management Policy and Policies Governing Records of State and Local Government Agencies Transferred to the State Archives of Ohio as part of the efforts to prepare for the American Association Museum (AAM) accreditation review. George Jones, Chair, on behalf of the Collections Committee to approve both policies as one motion. The motion carried.

V. Physical Structures & Locations

George Kane gave an overview of the proposed Fort Laurens Management Agreement. David Baker, Chair, moved on behalf of the PS&L Committee to authorize staff to enter into an agreement with the Tuscarawas County Convention & Visitors Bureau for the day-to-day management of Fort Laurens State Memorial with the terms and details as established by staff. The motion carried.

VI. Government Relations

Todd Kleismit gave an overview of the study being performed by the University of Toledo's Urban Affairs Center that will examine the public value and economic impact of history in Ohio. Kleismit noted a grant request is pending for the project. If not funded, staff has identified a foundation account to cover the costs. Acting on behalf of the Government Relations Committee Chair, Priscilla Mead, Kleismit moved to authorize spending of not more than \$71,000 from the Mabry Quasi Endowment if the Bradley Foundation grant proposal is not successful. The motion carried.

VII. Nominating

Dr. Goldberg reported the Nominating Committee has met and is taking recommendations for nominations.

VIII. Planning & Assessment

Jan Devereaux reported the next committee meeting will take place via teleconference on December 2 at 2 p.m. and will focus on evaluating ways the Society can become more financially independent and in control of its own destiny.

IX. CEO Search Task Force

Grant Douglass reported the committee had its first meeting and will be interviewing several search firms to replace the Executive Director who will be leaving in December 2009.

X. Executive Session

An Executive Session was not needed at this meeting.

The meeting adjourned at 1:04 p.m.

Respectfully submitted by Janet Hawxhurst CPS/CAP.